

**NOTICE OF APPEAL
TO
U.S. COURT OF APPEALS, THIRD CIRCUIT**

U.S. District Court for the District of Delaware

CIRCUIT COURT
DOCKET NUMBER: _____

FULL CAPTION IN DISTRICT COURT AS FOLLOWS:

J. MICHAEL CHARLES; MAURICE W.
WARD, JR.; and JOSEPH I. FINK, JR., on
behalf of themselves and all others similarly
situated,

DISTRICT COURT
DOCKET NUMBER: 05-702-SLR
(Lead Case)

DISTRICT COURT JUDGE:

Plaintiffs,

SUE L. ROBINSON

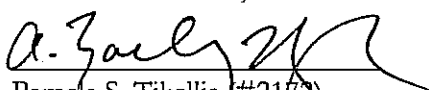
v.

PEPCO HOLDINGS, INC; CONECTIV, and
PEPCO HOLDINGS RETIREMENT PLAN,

Defendants.

Notice is hereby given that J. Michael Charles, Maurice W. Ward, Jr., Joseph I. Fink, Jr. and Thomas S. Troup, on behalf of themselves and all others similarly situated appeal to the United States Court of Appeals for the Third Circuit from the Order (D.I. #116) entered in this action on September 19, 2007 and the final judgment (D.I. #117) entered in this action on September 20, 2007. True and correct copies of the Order and Final Judgment are attached to this Notice as Exhibits A and B.

Dated: October 12, 2007


Pamela S. Tikellis (#2172)
Robert J. Kriner (#2546)
A. Zachary Naylor (#4439)
CHIMICLES & TIKELLIS LLP
One Rodney Square
P.O. Box 1035
Wilmington, DE 19899
302-656-2500 (telephone)
302-656-9053 (fax)

Counsel for Plaintiffs/ Appellants

Additional counsel for Plaintiffs listed
on the attached sheet.

M. Duncan Grant (#2994)
Matthew A. Kaplan (#4956)
PEPPER HAMILTON LLP
Hercules Plaza, Suite 5100
1313 N. Market Street
P.O. Box 1709
Wilmington, DE 19899-1709
302-777-6500 (telephone)

Counsel for Defendants/ Appellees

Additional counsel for Defendants
listed on attached sheet.

LIST OF ADDITIONAL COUNSEL
Case No. 05-702-SLR

FOR PLAINTIFFS:

James R. Malone, Jr. (*pro hac vice*)
Joseph G. Sauder (*pro hac vice*)
CHIMICLES & TIKELLIS LLP
361 West Lancaster Avenue
Haverford, PA 19041
610-642-8500 (telephone)
610-649-3633 (fax)

FOR DEFENDANTS:

Larry R. Wood, Jr. (#3262)
Kay Kyungsun Yu
Barak A. Bassman
PEPPER HAMILTON LLP
3000 Two Logan Square
Eighteenth and Arch Streets
Philadelphia, PA 19103-2799
215-981-4000 (telephone)
215-981-4750 (fax)

Susan Katz Hoffman
LITTLER MENDELSON, P.C.
Three Parkway, 1601 Cherry Street
Philadelphia, PA 19102
267-402-3015 (telephone)
267-430-7275 (fax)

EXHIBIT A

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

J. MICHAEL CHARLES, MAURICE W.)
WARD, JR., JOSEPH I. FINK, JR., and)
THOMAS S. TROUP,)

Plaintiffs,)

v.)

PEPCO HOLDINGS, INC., CONECTIV,)
and PEPCO HOLDINGS RETIREMENT)
PLAN,)

Defendants.)

Civ. No. 05-702-SLR
Consolidated with
Civ. No. 06-010-SLR

ORDER

At Wilmington this 19th day of September, 2007, consistent with the
memorandum opinion issued this date;

IT IS ORDERED that:

1. Defendants' motion for summary judgment (D.I. 87) is granted.
2. Plaintiffs' cross-motion for partial summary judgment (D.I. 92) is denied, and
their motion for class certification (D.I. 67) is denied as moot.
3. The Clerk of Court is directed to enter judgment against plaintiffs and in favor
of defendants.

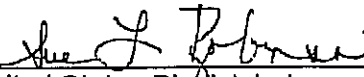

United States District Judge

EXHIBIT B

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

J. MICHAEL CHARLES, MAURICE W.
WARD, JR., JOSEPH I. FINK, JR., and
THOMAS S. TROUP,

Plaintiffs,

v.

PEPCO HOLDINGS, INC., CONECTIV,
and PEPCO HOLDINGS RETIREMENT
PLAN,

Defendants.

Civ. No. 05-702-SLR
Consolidated with
Civ. No. 06-010-SLR

JUDGMENT IN A CIVIL CASE

For reasons stated in the court's memorandum opinion and order of
September 19, 2007;

IT IS ORDERED AND ADJUDGED that judgment be and is hereby
entered in favor of defendants Pepco Holdings, Inc., Conectiv, and Pepco Holdings
Retirement Plan and against plaintiffs J. Michael Charles, Maurice W. Ward, Jr.,
Joseph I. Fink, Jr. and Thomas S. Troup.


United States District Judge

Dated: September 20, 2007


(By) Deputy Clerk